

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11 Case No. 22-10602 (JKS) <b>Re: Docket No. 168, 221, 248</b>
AGWAY FARM & HOME SUPPLY, LLC <sup>1</sup>	
Debtor.	

**CERTIFICATION OF COUNSEL REGARDING SALE ORDER**

I, Jeffrey R. Waxman, hereby certify as follows:

1. On September 1, 2022, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed the *Debtor’s Motion for Entry of an Order: (I) (A) Approving Bidding Procedures and Protections in Connection with the Sale of Certain of the Debtor’s Assets Free and Clear of Liens, Claims, Encumbrances and Interests; (B) Scheduling an Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; and (D) Granting Related Relief; and (II) (A) Authorizing Sale of Debtor’s Intellectual Property and Certain Equipment Free and Clear of Liens, Claims, Encumbrances, and Other Interests; and (B) Granting Related Relief* (the “Sale Motion”) [Docket No. 168].

2. On September 22, 2022, the Court entered an order [Docket No. 221] (the “Sale Procedures Order”) approving the bidding procedures requested in the Sale Motion that, among other things, scheduled a hearing October 14, 2022 at 12:00 p.m. to consider the proposed sale (the “Sale Hearing”).

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

3. On October 13, 2022, the Debtor filed the *Notice of Successful Bidder at Auction in Connection with the Sale of Certain of Debtor's Assets Free and Clear of Liens, Claims, Encumbrances, and Interests* [Docket No. 259].

4. On October 13, 2022, the Debtor filed the *Notice of Filing of Proposed Sale Order* [Docket No. 262] attached the proposed form of sale order (the “Sale Order”).

5. At the hearing to consider the Sale Motion, the Court had certain comments to the Sale Order. The Debtor has revised the Sale Order to address the comments of the Court, as well as to address the issue raised by the United States Trustee (the “U.S. Trustee”) with respect to the retention of Myron Bowling Auctioneers, Inc. that were addressed on the record.

6. A revised order (“Revised Sale Order”) incorporating the changes required by the Court as well as the resolution with the U.S. Trustee is attached hereto as **Exhibit A**. The Committee and U.S. Trustee do not object to entry of the Revised Sale Order. A redline comparing the Revised Sale Order to the Sale Order is attached as **Exhibit B**.

7. The undersigned counsel is available should the Court have any concerns with respect to the foregoing, and respectfully requests that the Court enter the proposed Revised Sale Order at its earliest convenience.

Dated: October 14, 2022  
Wilmington, Delaware

**MORRIS JAMES LLP**

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*Counsel to the Debtor and Debtor  
in Possession*